



Anchorage Amateur Radio Club

Box 1987
Anchorage, Alaska 99510

September 29, 1977

FROM: President, Mr. Chris Cooper, WA5JIM

TO: Member, Anchorage Amateur Radio Club Incorporated

SUBJECT: Notice of reading and vote on By-Laws and Articles of Incorporation

Enclosed you will find a copy of a proposed new set of By-Laws and an amended set of Articles of Incorporation.

In July of this year I appointed Mr. Andrew G. Watkins, KL7ISB to chair a committee to rewrite the By-Laws and amend the Articles of Incorporation. The committee members are:

<u>Call</u>	<u>Name</u>	<u>Phone</u>
KL7ISB	Andy Watkins	753-9127
KL7IQM	Bill Bulchis	276-1816
KL7DZE	Mike Nauman	344-5575
WØPYZ	Gene Deck	753-8212

Please contact any of these committee members for additional information.

In accordance with the present Articles of Incorporation, Article XI, a vote to amend or not to amend, will take place at the October 7, 1977 regular business meeting.

In accordance with the present By-Laws, By-Law XX, Section 1 a reading will take place at the October 7, 1977 regular business meeting. There will be a vote to adopt or not to adopt the new By-Laws at the November 4, 1977 regular business meeting.

Additional information can be obtained by calling the Anchorage Amateur Radio Club Inc., at phone number 344-2835.

I encourage and urge every member to attend these two very important meetings. Find out what your club is doing and join the fun.

73's

Chris Cooper

Chris Cooper, WA5JIM
President

P.S. Please bring the enclosed copy of the Articles of Incorporation and By-Laws to the meetings.

ARTICLES OF INCORPORATION
OF
ANCHORAGE AMATEUR RADIO CLUB, INC.

We, the undersigned adult persons and residents of the State of Alaska, do voluntarily associate ourselves together for the purpose of forming a benevolent, social, educational, and scientific non-profit corporation under the provisions of Chapter 20, Title 10 of the Alaska Statutes, and to that end we do hereby make and subscribe the following Articles of Incorporation in triplicate:

ARTICLE I. The name of this corporation shall be "Anchorage Amateur Radio Club, Inc."

ARTICLE II. The objects and purposes for which the corporation is formed are as follows:

1. To strive to promote interest in two-way amateur communications and experimentations.
2. To promote and development of fraternization and maintain a high standard of conduct.
3. To afford a means for coordination of individually existing skills, experience, and equipment for best service to the community.
4. To afford a means for furthering general public understanding of the purpose of amateur radio.
5. To receive, acquire, take and hold by lease, purchase, gift, grant or otherwise and to sell, trade and deal in and with both real and personal property of every kind and description that may be necessary or desirable to facilitate the carrying on of the main purposes of this corporation.
6. To lease, purchase, build, construct, or otherwise acquire and own, and to maintain and operate two-way amateur communications facilities.
7. To borrow money and to issue notes, bonds, debentures or other obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, assignment, Deed of Trust, or otherwise.

8. To make and enter into contracts of any kind of nature with any individual, firm, association or corporation, private, public or municipal, or with either state or federal government agencies and any state or municipality thereof.

9. To receive donations for the purposes above specified.

10. To authorize and empower one or more of the directors or officers of this corporation to perform, direct and carry on all or any part of the operations or business of the corporation.

11. To do and perform all other acts and things necessary or incident to the purposes hereinbefore set forth.

12. The corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

13. The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. All funds received by the corporation or any agents of the corporation shall be deposited in the general fund. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used exclusively for the purpose set forth in the Articles of Incorporation and within the intent of Section 501 (C) of the Internal Revenue Code of 1954 and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE III. The principal place of business for the transacting the business of this corporation shall be 820 West 71st Avenue (trustee's address) Anchorage, Alaska, and the mailing address for the corporation shall be Post Office Box 1987, Anchorage, Alaska 99510.

ARTICLE IV. This corporation shall have perpetual existence.

ARTICLE V. This corporation is not a business or a stock company, and the corporation shall have no capital stock of any kind, and no dividends or pecuniary profits shall be declared to any members thereof. The classes of membership of this corporation shall be set forth in the by-laws. Any person may become a member upon paying the membership fees and dues established by the by-laws and complying with such terms as the corporation may provide in the by-laws.

Membership shall continue so long as the member complies with the provisions of the by-laws, and pays the annual required dues. Membership shall be terminated by the Board of Directors for violation of the by-laws or nonpayment of dues. No member by virtue of his membership shall have any rights or claim in and to the property of this corporation, and all interest in any property shall at all times be vested in the corporation.

ARTICLE VI. The highest amount of indebtedness of liability for which this corporation shall at any time be subject, is \$5,000.00 Five Thousand Dollars.

ARTICLE VII. The affairs of this corporation shall be managed and directed by the Board of Directors, who shall be elected by the regular members at an annual meeting of the members of the corporation at a date which shall be specified in the by-laws. The number of Directors of this corporation shall be set by the by-laws.

ARTICLES VIII. The officers of this corporation shall be; a President, a Vice President, an Activities Manager, a Secretary, a Treasurer and a Trustee.

ARTICLE IX. The officers shall be elected for one year. The directors shall be elected for a term as set forth in the by-laws. A minimum of two candidates for any elected position must be nominated by the regular membership or by the nominating committee before a nomination may be closed.

ARTICLE X. Before transacting business or acquiring property, the persons constituting the membership of the corporation shall meet and adopt the by-laws. The vote of (2/3) two-thirds of all regular members present, or represented is necessary to adopt or amend the by-laws.

ARTICLE XI. The Articles of Incorporation may be amended at a regular or special meeting of the regular members of the corporation call for that purpose by a vote of (2/3) two-thirds of the regular members present or represented at the meeting.

ANCHORAGE AMATEUR RADIO CLUB, INC.

BY-LAWS

Adopted at the regular meeting of the Anchorage Amateur Radio Club, Inc. These By-Laws supersede all previous By-Laws which have been adopted by the Anchorage Amateur Radio Club. The date of these By-Laws is November 4, 1977.

I-MEMBERSHIP QUALIFICATIONS:

- Section 1. All persons interested in Amateur Radio shall be eligible for membership.
- Section 2. Membership period will be from January to January, the grace date being the first regular meeting in February. Dues shall be prorated on a quarterly basis.

II MEMBERSHIP APPLICATION

- Section 1. Each applicant for membership shall be required to complete a membership application and return it to the membership chairman. Each member agrees to abide by the Articles of Incorporation, and the By-Laws, and to pay the present year's dues in advance.
- Section 2. All licensed Amateurs who have paid their annual dues shall be regular members. Regular members shall have the right to vote in all elections of the Corporation.
- Section 3. All persons who are not licensed Amateurs who have paid their annual dues shall be associate members. Associate members shall not have the right to vote in any elections of the Corporation.
- Section 4. An associate member becomes a regular (voting) member upon arrival of his Amateur license. Also a regular member whose license has expired, been suspended or revoked shall become an associate member.

III ANNUAL DUES

- Section 1. A regular yearly assessment of \$6.00 per single member, \$8.00 for member and family and \$3.00 for a full-time student.

IV BOARD OF DIRECTORS

- Section 1. The governing body of the Corporation shall be the Board of Directors and shall consist of the President, Vice-President, Activities Manager, Secretary, Treasurer, Trustee, the most recent past President, 3 three year Directors, and 6 one year Directors.

Section 2. All Officers and Directors shall be licensed Amateurs, in addition the President, Vice-President, Activities Manager and Trustee shall hold a Technician class or higher Amateur radio license.

V DUTIES OF THE OFFICERS AND DIRECTORS

Section 1. President. The President shall be the executive Officer of the Corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board of Directors and at the meetings of the Corporation. He shall conduct all meetings in accordance to "Roberts Rules of Order". He shall enforce observance of the Articles of Incorporation and these By-Laws and decide all questions of order. He may sign, with Secretary or any other proper Officer of the Corporation, thereunto authorized by the Board of Directors, all official documents or other instruments which the Board of Directors has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer. The President shall perform, in general, all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2 Vice-President. In the absence of the President or in event of his death, or inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 3 Activities Manager. The Activities Manager shall:
 (a) promote all Corporation activities such as field days, mobile jaunts and such other activities as approved by the Board of Directors or Corporation members; (b) in the absence of both the President and Vice-President, shall preside at the Corporation or the Board of Directors meetings; and (c) in general perform all the duties incident to the office of Activities Manager and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 4 Secretary. The Secretary shall; (a) keep the minutes of the meetings of the Corporation and of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation under it's seal, is duly authorized; (d) maintain a list of all paid members including names, addresses, call sign, and period of membership and submit this list to the Board of Directors or to any committee which would require a membership list. However, when the membership exceeds fifty members, this will become the responsibility of the Membership Chairman; (e) maintain a file of all out-going business correspondence, log all in-coming correspondence and read each communication at the regular meeting of the Corporation, and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 5 Treasurer. The Treasurer, under the control of the Board of Directors, shall (a) have general supervision of the financial affairs of the Corporation; be responsible for the keeping of the books of account; (b) give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies, in the name of the Corporation, in such banks or other depositories as shall be selected by the general membership at a regular meeting or by the Board of Directors; (c) pay no bills without proper authorization by the general membership or the Board of Directors; (d) file to the Federal Government the tax forms as required for the current year, (the tax exempt number is _____), (e) be responsible for the purchase of insurance to cover any activities of the Corporation; (f) submit semi-annually an itemized statement of disbursements and receipts to the general membership and the Board of Directors; (g) in the absence of the Secretary, act in his stead; (h) and in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 6 Trustee. The regular membership shall by vote designate one of the regular members as Trustee of the Corporation property and all FCC licenses issued to the Corporation. He shall; (a) be responsible for the licenses and their renewal; (b) insure that the licenses are properly displayed during the operation of the Club station; (c) retain all logs as prescribed by law; (d) have custody or control and account for all property associated with the Corporation; (e) insure that all property of the Corporation be marked in such a manner as belonging to the Corporation; (f) present an annual inventory list to the Board of Directors or general membership (g) in general perform all the duties incident to this position. The Trustee shall hold office for a term of (5) five years, to coincide with the station license.

Section 7 Director. (s) Each Director shall; (a) convey the general objectives of the membership to the Board of Directors; (b) assure that the other Board members adhere to the general objectives set forth in the Articles of Incorporation and these By-Laws; (c) provide continual existence of the Corporation officers for the perpetual existence of the Corporation; (d) manage the affairs of the Corporation as set forth in the Articles of Incorporation and in these By-Laws; (e) report the activities, recommendations, and decisions of the Board to the Corporation members; (f) appoint all committees or designate the manner in which they shall be appointed; (g) appoint an audit committee to audit the Corporation's records which shall include the Secretarial records, Treasurer's records, and the membership list prior to turning over said records to the newly elected officers; (h) do all the things necessary for the good and welfare of the Corporation; (i) and, in general, perform all of the duties incident to the office of a director.

VI ATTENDANCE OF BOARD MEETINGS

Section 1. If three consecutive board meetings are missed by a board member, that board member shall be considered a "delinquent board member". The term of a board member shall terminate upon missing the third consecutive board meeting unless justifiable excuse and due cause for missing the meetings is found by the majority of the board members. The board shall decide if there is justifiable excuse and due cause for missing the three consecutive meetings at the meeting following the third consecutive absence of the delinquent member. If the board takes no action the delinquent members term will terminate and the

board will recommend a replacement to the general membership and the general membership shall approve or disapprove the recommended replacement. If approved, the replacement board member will complete the term of the delinquent board member. If the recommended replacement is disapproved by the general membership, the board shall submit another recommendation.

VII SEVERANCE.

Section 1. Any Officer, Director, or member in good standing may resign by submitting a written letter of resignation to the President.

Section 2. Any Officer, Director, or member may be removed from office or membership with cause, on a motion made, seconded and carried by (3/4) three-fourths of the voting members present at a regular meeting of the membership.

VIII VACANCIES.

Section 1. In the event of a vacancy occurring in any office of the Corporation between elections, the Board of Directors shall recommend to the general membership a nominee to fill the vacant position. The regular membership shall approve or disapprove the Board's recommendation by a majority vote of the regular members present at the first regular meeting. In the event of disapproval of the Board's recommendation, the Board shall submit another nominee.

IX ELECTIONS.

Section 1. At the first regular meeting in May and June, there shall be a nomination of Officers and Directors, as necessary. The election shall take place at the first regular meeting in June.

Section 2. The Officers and (6) six Directors shall be elected for a term of one year. In addition (3) three year Directors shall be elected in such a manner that only (1) one three year Director is elected each year.

Section 3. A minimum of two candidates for any elected position must be nominated before a nomination for office may be closed. Candidates may be nominated by the regular membership or the nominating committee.

Section 4. No Officer, with the exception of the Trustee, may hold two elected offices concurrently.

Section 5. The President, Vice-President, Activities Manager, or Directors, may not hold the same office more than two consecutive terms.

Section 6. In the event of an election delay, the present Officers and Directors shall continue to hold office until an election can be held.

X MEETINGS.

Section 1. The regular business meeting of the Anchorage Amateur Radio Club, Inc. shall be held at least once per month. The Board of Directors shall recommend a place for the monthly meetings, to be approved by a majority of the regular membership.

Section 2. Special meetings may be called by the President, the Board of Directors, or upon the written request of any (25) twenty five members of the Corporation. For this purpose, the President or the Board of Directors may sign such a request. Notices shall be sent to all regular members informing them of the special meeting and the business to be transacted. Such notices shall be mailed 7 days before the time therein set for the meeting. Only such business as is designated in the said notice shall be transacted at such special meeting.

Section 3. Meetings of the Board of Directors may be held at such times as are necessary to carry out the provisions of the Articles of Incorporation and these By-Laws and shall be held at such other times as the President or any five members of the Board of Directors may determine, but only on notice to all members of the Board locally available. The method of calling such a special meeting shall be as specified in section above.

Section 4. At least (2/3) two-thirds of the members of the Board of Directors must be present at all regular and special meetings of the Board of Directors. This shall constitute a quorum for the transaction of business. Three Officers shall constitute a quorum at a regular meeting for the purpose of conducting business.

Section 5. All newly elected Officers shall meet at the next regular scheduled board meeting after the June election with the out-going Officers to accept transference of the Corporation records and seal, and receive the results of the audit committee's reports and discuss the future activities and goals of the Corporation.

Section 6, The newly elected Board of Directors shall hold regular board meetings during the summer months to establish their committees and Corporation activities for the year and present these proposals to the membership at the next regular business meeting.

XI STANDING COMMITTEES:

Section 1. The standing committees of the Corporation shall be: Membership committee, Radio Frequency Interference (RFI) committee, Publicity committee, Hospitality committee, Refreshment committee, Amateur Radio Relay League (ARRL) Membership committee, Nominating committee, High Frequency (HF) committee, Very High Frequency / Ultra High Frequency (VHF/UHF) committee, Microprocessor/Digital committee and Education committee.

Section 2. Membership Committee

(a) The membership chairman shall insure that all new members will complete and return an application for membership. The membership chairman shall present the new member with a validated membership card upon receipt of dues.

(b) maintain a list of all paid members including names, addresses, call signs, expiration date of license, ARRL status and telephone numbers, and submit this list to the Secretary and any committee which requires such membership list.

(c) Shall insure that all new members of the Corporation have received a Club packet to include a copy of the Articles of Incorporation and the By-Laws.

(d) Shall be responsible for the preparation of the Club roster and the printing and distribution thereof. This roster shall be available for distribution on or before 1 April of each year.

Section 3. Radio Frequency Interference Committee

The RFI committee shall investigate all RFI or other interference cases brought to their attention. They shall cooperate fully with the FCC in any regard in the probable cause and elimination of such cases and give a general report to the Board of Directors or the general membership of their investigations.

Section 4. Publicity Committee

It shall be the duty of the Publicity chairman to insure that special events and activities are submitted for dissemination to the news media and the general public.

Section 5. Hospitality Committee

The Hospitality chairman shall greet all newcomers to the Corporation, whether visitors or new members, shall make proper response to ill members or to deceased members' families.

Section 6. ARRL Membership Committee

The ARRL membership chairman shall promote ARRL participation among the general membership.

Section 7. Refreshment Committee

The refreshment committee shall provide the necessary refreshments for the meeting of the general membership. A small amount may be donated by those members partaking of the refreshments to replenish the refreshment fund.

Section 8. Nominating Committee

The nominating committee shall seek out candidates for various elected offices of the Corporation and the nominating committee shall make its recommendations to the regular membership concerning qualifications of the nominees at the regular meeting in May.

Section 9. VHF/UHF Committee

The VHF/UHF committee chairman shall coordinate all club projects concerned with frequencies above 30 MHz. Those projects include, but are not limited to, VHF/UHF repeaters. The chairman shall coordinate acquisition and dispersal of VHF/UHF equipment donated to the Anchorage Amateur Radio Club. Shall also coordinate with other clubs, the State Frequency Coordinator, and amateur VHF/UHF users for repeater frequency assignments, designated sub-bands, and provide operational guidelines for the uses of VHF/UHF repeaters and related equipment.

Section 10. HF Committee

The HF committee chairman shall coordinate all Club projects concerned with frequencies below 30 MHz, provide operational guidelines for the use of Club owned HF equipment, and maintain HF equipment, associated equipment, antennae, etc. The chairman shall coordinate acquisition and dispersal of HF equipment.

Section 11. Microprocessor/Digital Committee

The Microprocessor/Digital committee chairman shall coordinate all Club projects concerned with Microprocessors and associated digital equipment, and provide guidelines to anyone interested in these subjects.

Section 12. Educational Committee

The educational committee chairman shall be responsible for the planning and coordination of the classes sponsored by the Anchorage Amateur Radio Club and for promotion of those classes among the general public. All classes sponsored by the Anchorage Amateur Radio Club shall be coordinated through this committee.

XII FUNDS

Section 1. All funds received by the Corporation shall be deposited in the general fund account under the name of the Anchorage Amateur Radio Club, Inc. Funds from this account may be deposited in other accounts authorized and limited in size by the Board of Directors or regular membership. Funds from the general account shall be withdrawable on the signature of any two of the following Officers: the President, Vice-President, Activities Manager, Secretary, or the Treasurer. All bills or expenditures incurred by the Corporation shall be paid by check and shall be paid only by the approval of the Board of Directors, if the amount is \$250 dollars or less. Bills or expenditures in excess of \$250 dollars must be approved by a majority vote of the regular membership.

XIII INSURANCE

Section 1. The Corporation shall purchase sufficient liability insurance to cover foreseeable liability for members, Officers and Directors acting on behalf of the Corporation.

Section 2. The Corporation shall purchase real and personal property insurance as determined appropriate for items owned by the Corporation.

XIV PROXIE VOTE

Section 1. Proxie vote will be limited to (1) one proxie vote per regular member. Both voting member and proxie must be regular members. Members wishing to vote by proxie will give their proxie in writing to a regular member to vote on their behalf. This written proxie will be given to the Club Secretary before voting, and the member will be given a special ballot on which to cast the proxie vote.

XV BY-LAW ENFORCEMENT

Section 1. It shall be the duty of each member of the Corporation to insure that the Articles of Incorporation and these By-Laws are not violated. In the event that any member or Officer does not comply with the objects of the Articles of Incorporation or these By-Laws, the Board of Directors may call a special meeting to deliberate the nature of the offense and take such action as deemed necessary.

XVI AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the regular membership by a (2/3) two-thirds vote of the regular members present or represented. Proposals for amendments shall be submitted in writing (with a sample ballot attached) to each member, then read at a regular meeting and may not be voted upon until the next regular meeting of the general membership.

Date of the first reading: _____

Date of the second meeting: _____

Date of adoption: _____

ANCHORAGE AMATEUR RADIO CLUB, INC.

Ballot for vote on the new By-Laws

Are you in favor of passing the new By-Laws as read?

YES

☐

NO

☐

(Are you in favor of passing the new By-Laws as read.)